

Exhibit D-2

[Delta Air Lines Letterhead]

April __, 2004

M. Michele Burns
Executive Vice President
and Chief Financial Officer

Dear Michele:

As you know, Delta's current pass policy requires that, in order to qualify for positive space travel, an officer must retire at age 65 with 5 years service, or between the ages of 52 and 64 with 10 or more years service. As of January of 2004, you have completed 5 years of active service with Delta, and you have been credited with 18 years of pension credit. In recognition of your exemplary service with Delta during the most turbulent time in commercial aviation history, I am pleased to inform you that your years of pension credit will apply toward meeting the requirement for retiree positive space travel. In addition, the age requirement will be waived on your behalf. Thus, I am pleased to inform you that you will qualify for retiree positive space travel upon your upcoming separation from Delta.

Under Delta's retiree positive space policy, Delta will provide positive space travel benefits to you, your spouse or domestic partner and your dependent children or those of your spouse or domestic partner. You will be entitled to the following:

- Unlimited positive space travel for you, your spouse or domestic partner and your dependent children (or those of your spouse or domestic partner) for personal pleasure (not to be used for any non-Delta business purposes).
- Your spouse or domestic partner and dependent children (or those of your spouse or domestic partner) may travel unaccompanied on a positive space basis.
- No service charge will apply to positive space travel.
- Positive space travel will be treated as imputed income and you will be responsible for any resulting income tax.

I appreciate your efforts on behalf of Delta and I wish you the best of luck in your future endeavors.

Sincerely,